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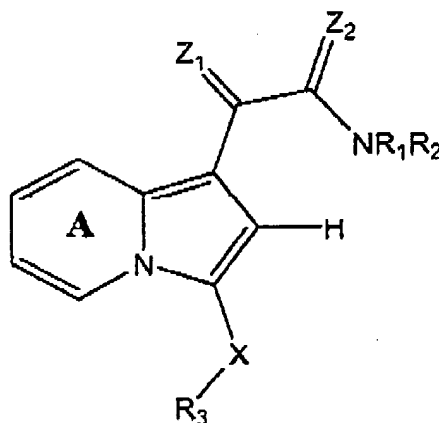
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Amendments to the Claims

Please amend Claim 14. The Claim Listing below will replace all prior versions of the claims in the application:

Claim Listing

1. (Previously presented) A compound represented by the following structural formula:



or a pharmaceutically acceptable salt thereof, wherein:

Ring A is substituted or unsubstituted and is optionally fused to an aryl group;

Z_1 and Z_2 are independently =O, =S, =N-OR₁₂ or =NR₁₂;

R_1 and R_2 are independently -H, an aliphatic group, a substituted aliphatic group, an unsubstituted non-aromatic heterocyclic group, a substituted non-aromatic heterocyclic group, an unsubstituted aryl group or a substituted aryl group, provided that R_1 and R_2 are not both -H; or -NR₁R₂, taken together, is a substituted or unsubstituted non-aromatic nitrogen-containing heterocyclic group or a substituted or unsubstituted nitrogen-containing heteroaryl group;

R_3 is a substituted or unsubstituted aryl group or a substituted or unsubstituted aliphatic group;

X is a covalent bond, -C(R₄R₅)-, -N(R₄)-, -O-, -S-, -S(O)-, -S(O)₂-, -C(=O)-, -C(=O)-N(R₄)-, or -N(R₄)-C(=O)-,

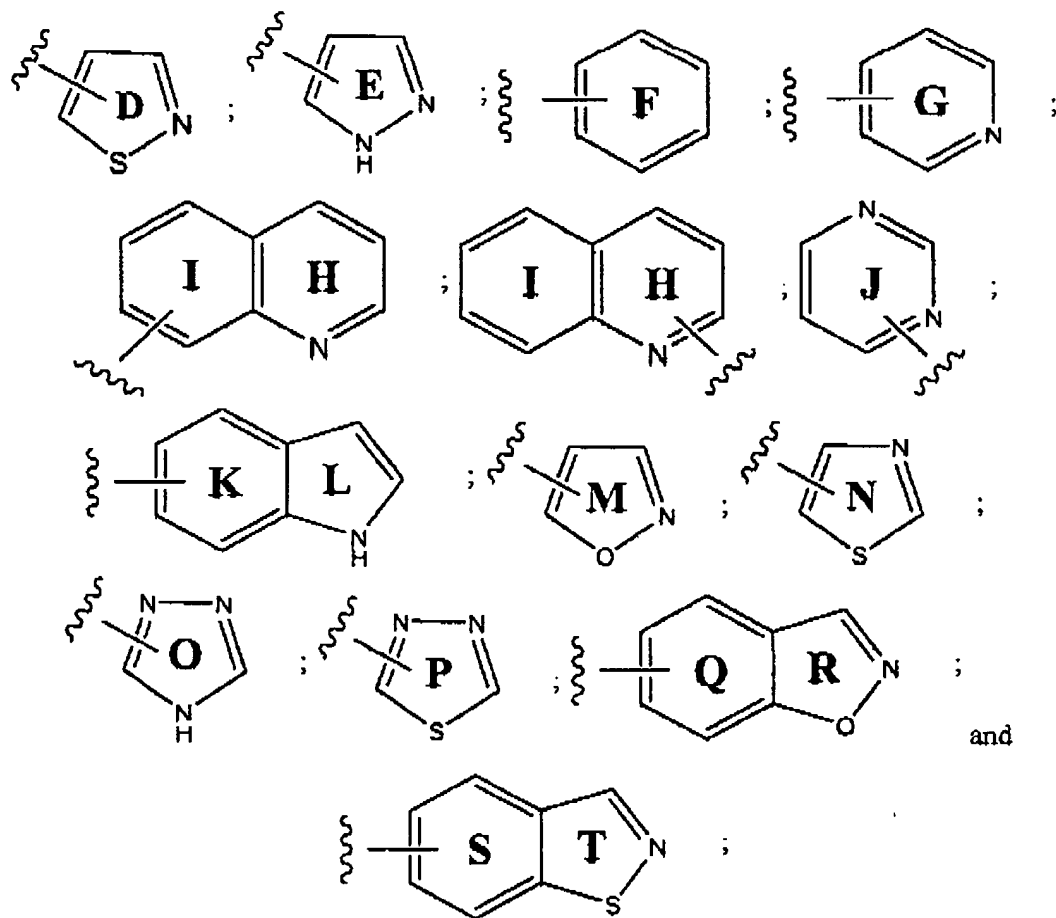
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R_4 and R_5 are independently -H or a substituted or unsubstituted aliphatic group;
and

R_{12} is -H or a substituted or unsubstituted alkyl group.

2. (Original) The compound of Claim 1 wherein: Ring A is substituted or unsubstituted; Z_1 and Z_2 are both =O; R_1 is -H; R_2 is a substituted or unsubstituted alkyl or aryl group; R_3 is a substituted or unsubstituted aryl group, and X is -C(R_4R_5)-, -N(R_4)- or -O-.
3. (Previously presented) The compound of Claim 2 wherein R_2 is represented by a structural formula selected from:

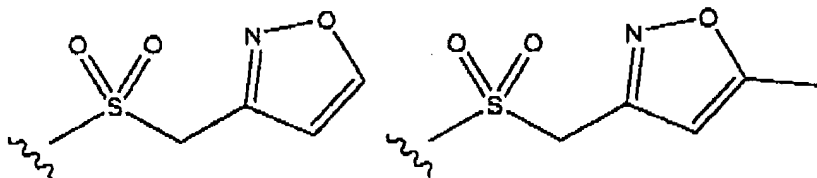


wherein Rings **D-T** are substituted or unsubstituted.

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4. (Previously presented) The compound of Claim 3 wherein zero, one or more ring carbons atoms of Rings D-T are substituted a group independently selected from -OH, -Br, -Cl, -I, -F, -OR^a, -O-COR^a, -COR^a, -CN, -NO₂, -COOH, -SO₃H, -NH₂, -NHR^a, -N(R^aR^b), -COOR^a, -CHO, -CONH₂, -CONHR^a, -CON(R^aR^b), -NHCOR^a, -NRCOR^a, -NHCONH₂, -NHCONR^aH, -NHCON(R^aR^b), -NR^cCONH₂, -NR^cCONR^aH, -NR^cCON(R^aR^b), -C(=NH)-NH₂, -C(=NH)-NHR^a, -C(=NH)-N(R^aR^b), -C(=NR^c)-NH₂, -C(=NR^c)-NHR^a, -C(=NR^c)-N(R^aR^b), -NH-C(=NH)-NH₂, -NH-C(=NH)-NHR^a, -NH-C(=NH)-N(R^aR^b), -NH-C(=NR^c)-NH₂, -NH-C(=NR^c)-NHR^a, -NH-C(=NR^c)-N(R^aR^b), -NR^dH-C(=NH)-NH₂, -NR^d-C(=NH)-NHR^a, -NR^d-C(=NH)-N(R^aR^b), -NR^d-C(=NR^c)-NH₂, -NR^d-C(=NR^c)-NHR^a, -NR^d-C(=NR^c)-N(R^aR^b), -NHNH₂, -NHNHR^a, -N(R^aR^b), -SO₂NH₂, -SO₂NHR^a, -SO₂N(R^aR^b), -CH=CHR^a, -CH=CR^aR^b, -CR^c=CR^aR^b, -CR^c=CHR^a, -CR^c=CR^aR^b, -CCR^a, -SH, -SR^a, -S(O)R^a, -S(O)₂R^a, alkyl groups, substituted alkyl group, non-aromatic heterocyclic group, substituted non-aromatic heterocyclic group, benzyl group, substituted benzyl group, aryl group or substituted aryl group wherein R^a-R^d are each independently an alkyl group, substituted alkyl group, benzyl, substituted benzyl, aryl or substituted aryl group, or, -N(R^aR^b), taken together, can also form a substituted or unsubstituted non-aromatic heterocyclic group.
5. (Original) The compound of Claim 3 wherein zero one or more ring carbon atoms of Rings D-T are independently substituted with a group selected from C1-C4 alkyl, C1-C4 hydroxyalkyl, *N*-morpholino, pyrimidyl, C1-C4 alkyl substituted pyrimidyl, -N(C1-C4 alkyl)₂, -C(O)NH₂, -C(O)NH(C1-C4 alkyl), C(O)N(C1-C4 alkyl)₂, -NHC(O)(C1-C4 alkyl), -NO₂, C1-C4 alkoxy, -C(O)O-CH₂CH₂-N(C1-C4 alkyl)₂,



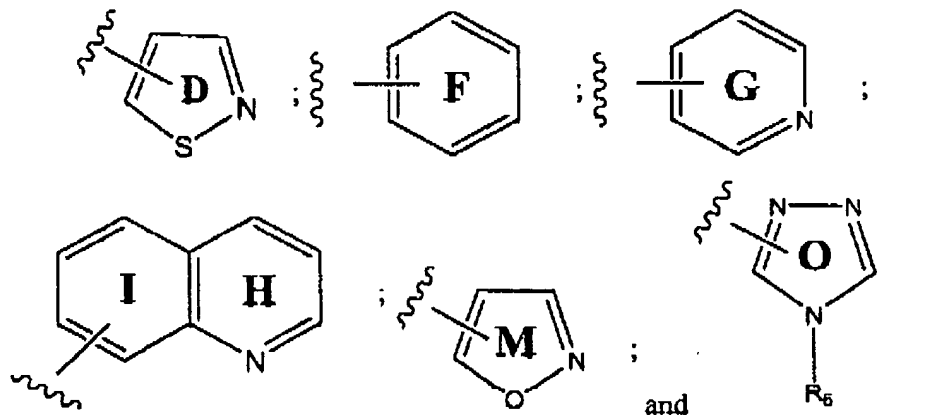
, -NH-(phenyl),

-NH₂, -CH₂NH-C(O)-O-(C1-C4 alkyl), -CH₂NH₂, -Cl, -F, -C(O)-O-(C1-C4 alkyl), -C(O)-N-(C1-C4 alkyl), C3-C7 cycloalkyl, phenyl, -C(O)-*N*-morpholino, -S-(C1-C4 alkyl), -CN, furyl, -S(O)₂-(C1-C4 alkyl), -S(O)₂-NH₂, -S(O)₂-NH(C1-C4 alkyl) and -S(O)₂-N(C1-C4 alkyl)₂.

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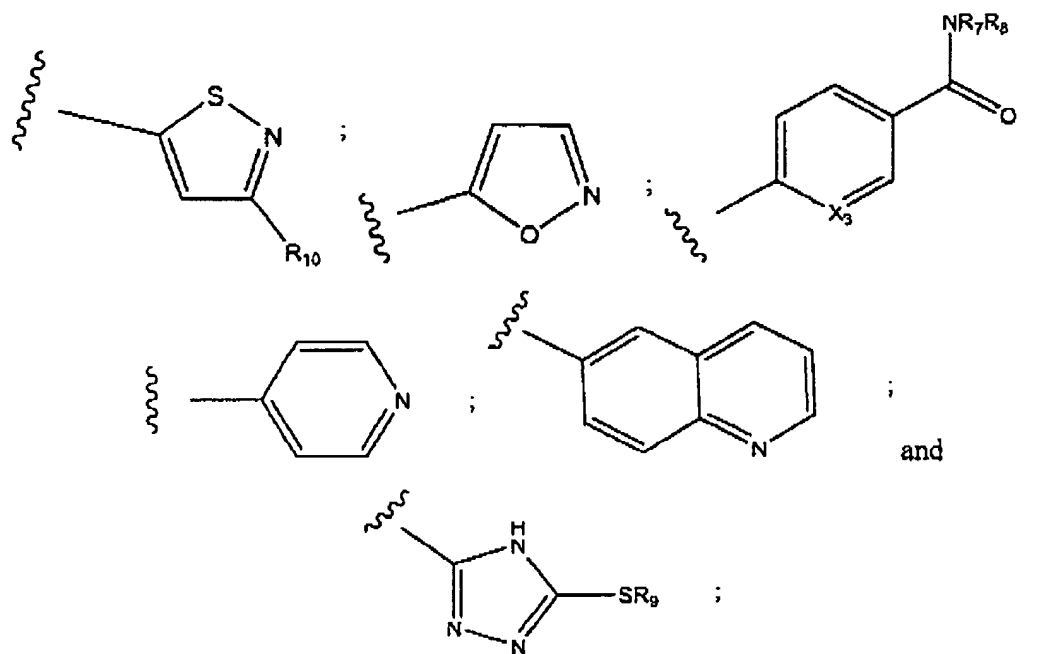
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6. (Original) The compound of Claim 5 wherein R_2 is represented by a structural formula selected from:



and R_6 is -H or a substituted or unsubstituted alkyl group.

7. (Original) The compound of Claim 5 wherein R_2 is represented by a structural formula selected from:



wherein:

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X₃ is -CH- or -N-,

R₇ and R₈ are independently -H or an alkyl group or -NR₇R₈, taken together, is a nitrogen-containing non-aromatic heterocyclic group;

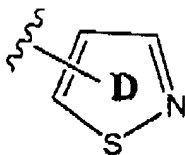
R₉ is an alkyl group; and

R₁₀ is -H or an alkyl group.

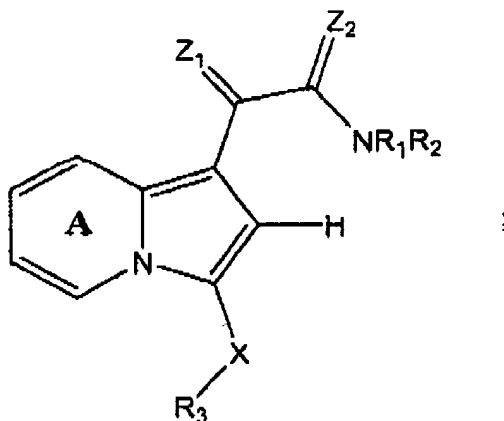
8. (Original) The compound of Claim 7 wherein Ring A is optionally substituted with one or more groups selected from -F, -Cl, -Br, -C1-C4 alkyl, C1-C4 alkoxy, -C1-C4 haloalkyl, C1-C4 haloalkoxy, -NH₂ and -CN.
9. (Previously presented) The compound of Claim 8 wherein Ring A is unsubstituted; R₃ is a phenyl group or pyridyl group substituted with zero, one or more substituents selected from -Br, -Cl, -F, -R^c, -OR^c, -CN, -COOR^c, -N(R^c)₂, -CON(R^c)₂, -NR^cCOR^f, -NHCONH₂ and -SO₂N(R^c)₂; R₇ and R₈ are both -H and R₉ is methyl; and each R^c and R^f is independently -H, an alkyl group or a substituted alkyl group.
10. (Original) The compound of Claim 9 wherein R₃ is a phenyl ring substituted with zero one or more substituents selected from -Cl, -F, -R^c, -OR^c, -CN, -NH₂, -CONH₂ and -NHCOR^f.
11. (Original) The compound of Claim 10 wherein R₃ is a phenyl ring substituted with zero one or more substituents selected from -CH₃, -CH₂CH₃, -OCH₃, -CN, -F and -Cl.
12. (Original) The compound of Claim 11 wherein R₃ is a phenyl ring that is unsubstituted or monosubstituted with -CH₂CH₃, -OCH₃, -CN, -F or -Cl and wherein the phenyl ring substituent is at the *para* position.
13. (Original) The compound of Claim 4 wherein R₂ is represented by the following structural formula:

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14. (Currently amended) A method of treating a subject with breast cancer comprising administering to the subject an effective amount of a compound represented by the following structural formula:



or a pharmaceutically acceptable salts thereof, wherein:

Ring A is substituted or unsubstituted and is optionally fused to an aryl group;

Z₁ and Z₂ are independently =O, =S, =N-OR₁₂ or =NR₁₂.

R₁ and R₂ are independently -H, an aliphatic group, a substituted aliphatic group, an unsubstituted non-aromatic heterocyclic group, a substituted non-aromatic heterocyclic group, an unsubstituted aryl group or a substituted aryl group, provided that R₁ and R₂ are not both -H; or -NR₁R₂, taken together, is a substituted or unsubstituted non-aromatic nitrogen-containing heterocyclic group or a substituted or unsubstituted nitrogen-containing heteroaryl group;

R₃ is a substituted or unsubstituted aryl group or a substituted or unsubstituted aliphatic group;

X is a covalent bond, -C(R₄R₅)-, -N(R₄)-, -O-, -S-, -S(O)-, -S(O)₂-, -C(=O)-, -C(=O)-N(R₄)-, or -N(R₄)-C(=O)-;

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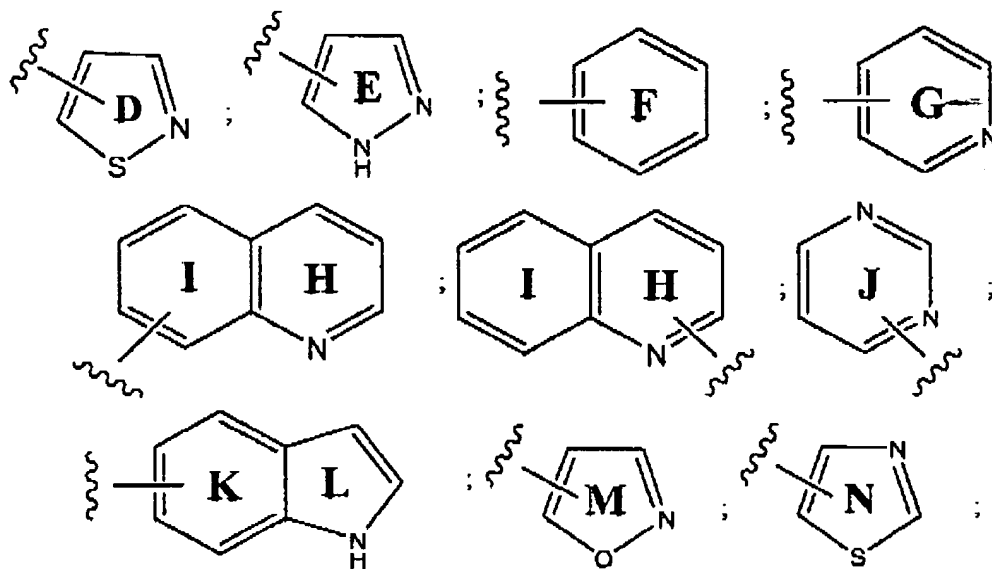
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R_4 and R_5 are independently -H or a substituted or unsubstituted aliphatic group;
and

R_{12} is -H or a substituted or unsubstituted alkyl group;

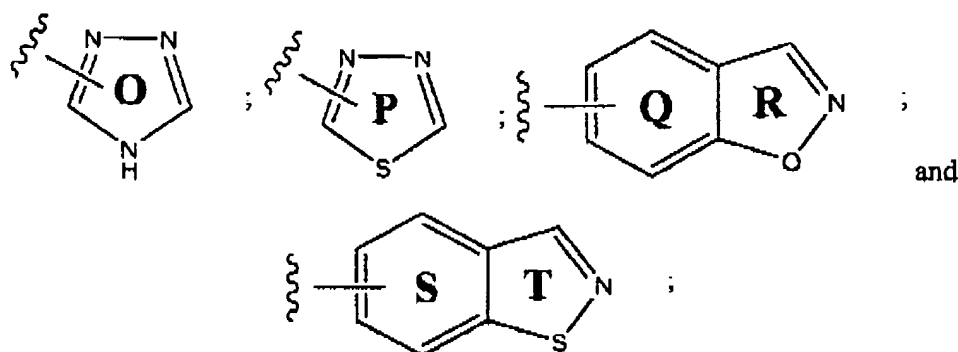
~~wherein the cancer is selected from the group consisting of breast cancer, colon cancer, leukemia, prostate cancer and uterine cancer.~~

15. (Previously presented) The method of Claim 14 wherein: Ring A substituted or unsubstituted, Z_1 and Z_2 are both =O; R_1 is -H; R_2 is a substituted or unsubstituted alkyl or aryl group; R_3 is a substituted or unsubstituted aryl group; and X is -C(R_4R_5)-, -N(R_4)- or -O-.
16. (Previously presented) The method of Claim 15 wherein R_2 is represented by a structural formula selected from:



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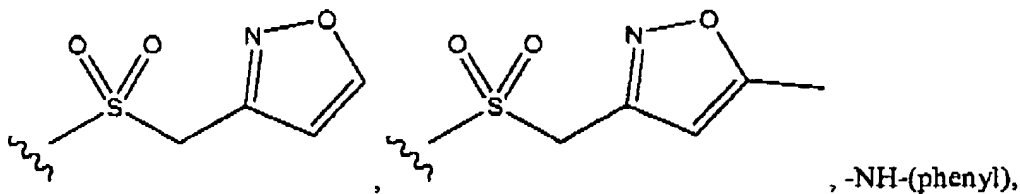
wherein Rings **D-T** are substituted or unsubstituted.

17. (Previously presented) The method of Claim 16 wherein zero, one or more ring carbon atoms of Rings **D-T** are substituted with a group independently selected from -OH, -Br, -Cl, -I, -F, -OR^a, -O-COR^a, -COR^a, -CN, -NO₂, -COOH, -SO₃H, -NH₂, -NHR^a, -N(R^aR^b), -COOR^a, -CHO, -CONH₂, -CONHR^a, -CON(R^aR^b), -NHCOR^a, -NRCOR^a, -NHCONH₂, -NHCONR^aH, -NHCON(R^aR^b), -NR^cCONH₂, -NR^cCONR^aH, -NR^cCON(R^aR^b), -C(=NH)-NH₂, -C(=NH)-NHR^a, -C(=NH)-N(R^aR^b), -C(=NR^c)-NH₂, -C(=NR^c)-NHR^a, -C(=NR^c)-N(R^aR^b), -NH-C(=NH)-NH₂, -NH-C(=NH)-NHR^a, -NH-C(=NH)-N(R^aR^b), -NH-C(=NR^c)-NH₂, -NH-C(=NR^c)-NHR^a, -NH-C(=NR^c)-N(R^aR^b), -NR^aH-C(=NH)-NH₂, -NR^d-C(=NH)-NHR^a, -NR^d-C(=NH)-N(R^aR^b), -NR^d-C(=NR^c)-NH₂, -NR^d-C(=NR^c)-NHR^a, -NR^d-C(=NR^c)-N(R^aR^b), -NHNH₂, -NHNHR^a, -N(R^aR^b), -SO₂NH₂, -SO₂NHR^a, -SO₂N(R^aR^b), -CH=CHR^a, -CH=CR^aR^b, -CR^c=CR^aR^b, -CR^c=CHR^a, -CR^c=CR^aR^b, -CCR^a, -SH, -SR^a, -S(O)R^a, -S(O)₂R^a, alkyl groups, substituted alkyl group, non-aromatic heterocyclic group, substituted non-aromatic heterocyclic group, benzyl group, substituted benzyl group, aryl group or substituted aryl group wherein R^a-R^d are each independently an alkyl group, substituted alkyl group, benzyl, substituted benzyl, aryl or substituted aryl group, or, -N(R^aR^b), taken together, can also form a substituted or unsubstituted non-aromatic heterocyclic group.
18. (Original) The method of Claim 16 wherein zero one or more ring carbon atoms of Rings **D-T** are independently substituted with a group selected from C1-C4 alkyl, C1-C4 hydroxyalkyl, *N*-morpholino, pyrimidyl, C1-C4 alkyl substituted pyrimidyl, -NH(C1-C4 alkyl), -N(C1-C4 alkyl)₂, -C(O)NH₂, -C(O)NH(C1-C4 alkyl), C(O)N(C1-C4 alkyl)₂,

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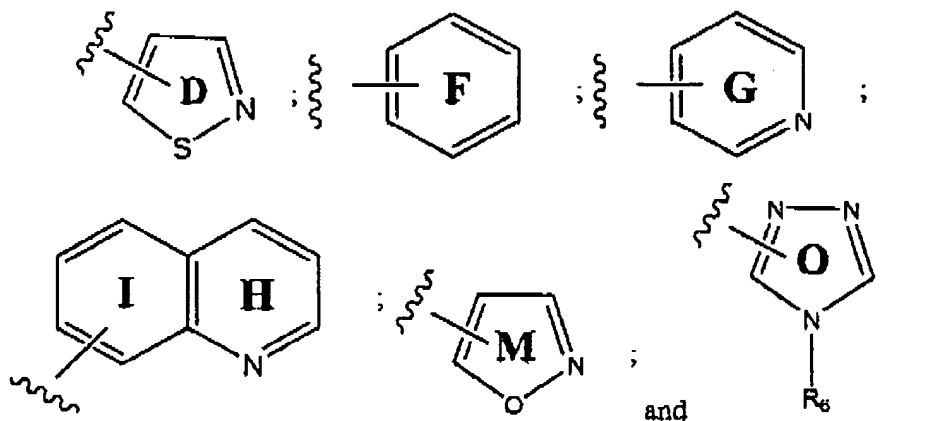
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-NHC(O)(C1-C4 alkyl), -NO₂, C1-C4 alkoxy, -C(O)O-CH₂CH₂-NH(C1-C4 alkyl),
-C(O)O-CH₂CH₂-N(C1-C4 alkyl)₂,



-NH₂, -CH₂NH-C(O)-O-(C1-C4 alkyl), -CH₂NH₂, -Cl, -F, -C(O)-O-(C1-C4 alkyl),
-C(O)-NH-(C1-C4 alkyl), C3-C7 cycloalkyl, phenyl, -C(O)-N-morpholino, -S-(C1-C4
alkyl), -CN, furyl, -S(O)₂-(C1-C4 alkyl), -S(O)₂-NH₂, -S(O)₂-NH(C1-C4 alkyl)
and -S(O)₂-N(C1-C4 alkyl)₂.

19. (Original) The method of Claim 18 wherein R₂ is represented by a structural formula selected from:

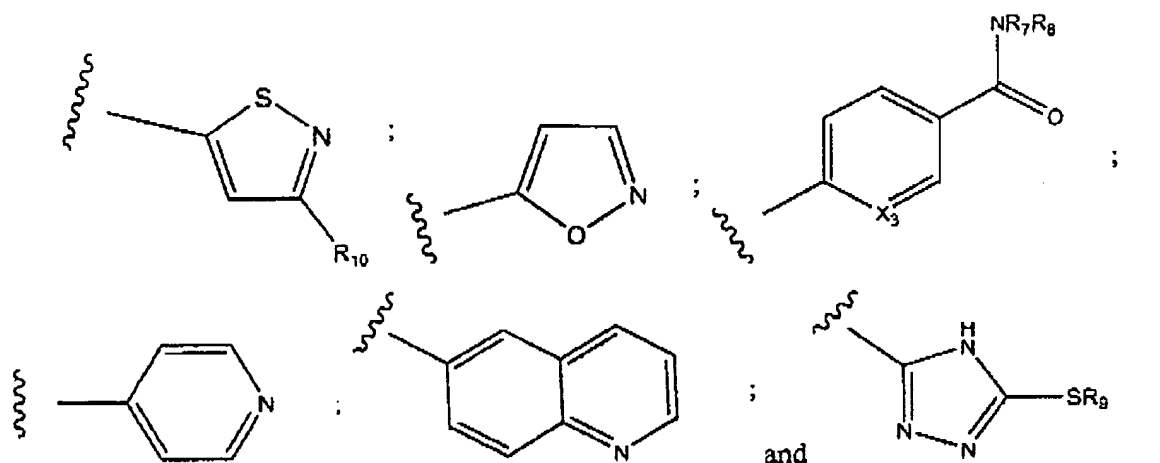


and R₆ is -H or a substituted or unsubstituted alkyl group

20. (Original) The method of Claim 19 wherein R₂ is represented by a structural formula selected from:

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wherein:

X_3 is $-CH-$ or $-N-$;

R_7 and R_8 are independently $-H$ or an alkyl group or $-NR_7R_8$, taken together, is a nitrogen-containing non-aromatic heterocyclic group;

R_9 is an alkyl group; and

R_{10} is $-H$ or an alkyl group.

21. (Original) The method of Claim 20 wherein Ring A is optionally substituted with one or more groups selected from $-F$, $-Cl$, $-Br$, $-C1-C4$ alkyl, $C1-C4$ alkoxy, $-C1-C4$ haloalkyl, $C1-C4$ haloalkoxy, $-NH_2$ and $-CN$.
22. (Previously presented) The method of Claim 21 wherein Ring A is unsubstituted; R_3 is a phenyl group or pyridyl group substituted with one or more substituents selected from $-Br$, $-Cl$, $-F$, $-R^c$, $-OR^c$, $-CN$, $-COOR^c$, $-N(R^c)_2$, $-CON(R^c)_2$, $-NR^cCOR^f$, $-NHCONH_2$ or $-SO_2N(R^c)_2$; R_7 and R_8 are both $-H$ and R_9 is methyl; and each R^c and R^f is independently $-H$, an alkyl group or a substituted alkyl group.
23. (Original) The method of Claim 22 wherein R_3 is a phenyl ring substituted with one or more substituents selected from $-Cl$, $-F$, $-R^c$, $-OR^c$, $-CN$, $-NH_2$, $-CONH_2$ and $-NHCOR^f$.
24. (Original) The method of Claim 23 wherein R_3 is a phenyl ring substituted with one or more substituents selected from $-CH_3$, $-CH_2CH_3$, $-OCH_3$, $-CN$, $-F$ and $-Cl$.

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25. (Original) The method of Claim 23 wherein R_3 is a phenyl ring monosubstituted with $-CH_3$, $-CH_2CH_3$, $-OCH_3$, $-CN$, $-F$ and $-Cl$ and wherein the phenyl ring substituent is at the *para* position.
26. (Original) The method of Claim 16 wherein R_2 is represented by the following structural formula:

